

NOTICE OF SPECIAL MEETING OF DIRECTORS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS
INC.:

You are hereby notified that the Special Meeting of Directors of
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. will be held on
February 15, 1999; at 10:00 a.m., at the corporation's office at 1473
Highway 2, Suite 2, in the City of Wrightwood, California.

Dated: February 2, 1999



Valerie M. Kennedy, Secretary

BEI00001

MINUTES OF DIRECTORS' MEETING

A special meeting of the Board of Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., was duly called and held on February 15, 1999, at Wrightwood Office of BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., commencing at 11:00 AM.

There were present and participating at the meeting:

Joseph Kennedy, Valerie Kennedy, Hiram Garcia, James Jazmin and David Blakely.

With approval of the directors present, James Jazmin acted as Chairman of the meeting and Valerie Kennedy recorded the minutes.

On motions duly made and seconded, it was voted that:

1. The minutes of the last meeting of the directors be taken as read.
2. It was further voted: Hiram Garcia tendered his resignation as Vice-President and his resignation was accepted. However, Hiram Garcia shall remain as an valued and contributing employee of the corporation.
3. An election of officers was held and the following officers were elected on behalf of the corporation:

James Jazmin; President

Valerie M. Kennedy, Secretary Treasurer.

There being no further business, the meeting was adjourned.

DATED: February 15, 1999



Valerie Kennedy, Secretary

BEII00002

**MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF**

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

A special meeting of the shareholders of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on January 21, 1999, at 10:00 o'clock a.m.

The meeting was called to order by Toni Blakely, the President of the Corporation, and Hiram Garcia, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Lori Lee	Toni Blakely	1,125
James Jazmin	Toni Blakely	1,125
Elmer Price	David Blakely	500

The Secretary presented and read a waiver of notice of the meeting received by each shareholder entitled to the notice of the meeting. On motion duly made and seconded, and after due deliberation, the following resolution was voted upon:

The corporation shall buy back 1,625 shares; 1,125 shares from Lori Lee for \$80,000.00 and 500 shares from Elmer Price for the sum of \$20,000.00. The corporation shall issue 2,250 shares to Durable Sales Inc. for the sum of \$100,000.00. The corporation shall elect new directors to act on behalf of the corporation, said directors shall be as follows: DAVID A. BLAKELY, JOSEPH E. KENNEDY, VALERIE M. KENNEDY, HIRAM GARCIA AND JAMES JAZMIN.

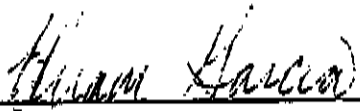
The Secretary reported that 3,375 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more than 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest



Hiram Garcia, Secretary

BEII00004

**BLAKELY
ENVIRONMENTAL
INVESTIGATIONS, INC.**

CERTIFICATE OF CORPORATE RESOLUTION

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., a California Corporation

I, TONI L. BLAKELY, President of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC., (Corporation) do hereby certify that at a duly constituted meeting of the Stockholders and Directors of the Corporation held at the office of the Corporation on January 21, January 21, 1999, it was upon motion duly made and seconded, that it be VOTED: That VALERIE M. KENNEDY, secretary of the corporation shall be authorized to sign/pay checks, make withdrawals and originate wire transfers or telephone transfers against the account at Wells Fargo Bank, account number: 0896-050127 Board of Directors understand that the Authorized Signer is replacing HIRAM GARCIA as authorized signers. This change is effective immediately and supersedes all previous Agreements.

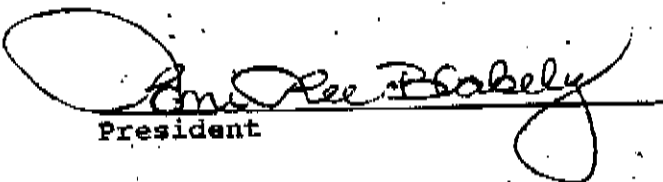
It was upon further motion made and seconded that it be further VOTED: That Valerie M. Kennedy in the capacity as Secretary of the Corporation is empowered, authorized and directed to execute, deliver and accept any and all documents and undertake all acts reasonably required or incidental to accomplish the foregoing vote, all on such terms and conditions as he or she in his or her discretion deems to be in the best interests of the Corporation.

I further certify that the foregoing votes are in full force this date without rescission, modification or amendment.

Signed under seal this 21st day of January, 1999.

A TRUE RECORD

ATTEST


President

(Corporate Seal)

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

PO BOX 339, 1473 HIGHWAY 2, SUITE 2, WRIGHTWOOD, CA 92397 (760) 249-3498 FAX (760) 249-1016/ www.bei-net.com

BEI00006

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

SPECIAL MEETING OF THE BOARD OF DIRECTORS

April 26, 1999

A special meeting was called by David Blakely and held at 09:30 AM on the above date in the company's offices in Wrightwood, California. All 5 directors were present.

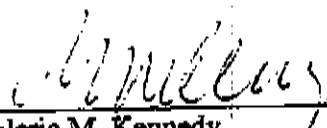
David Blakely opened the meeting with the presentation of an agenda, a true copy of which is hereto attached.

A discussion was opened in which David Blakely reiterated the points made regarding his compensation and contributions. When the discussion was opened to the floor, David Blakely excused himself from the meeting and left the building. After subsequent discussion, Hiram Garcia moved that David Blakely be paid a commission of 3% on all future receipts from Kern Oil Refinery work. This was seconded by James Jazmin and approved unanimously by the four remaining directors.

A discussion of the check signing policy was held and after careful review of the logistic and geographic difficulties, it was unanimously agreed that no changes should be made.

Hiram Garcia expressed opposition to opening an office in Los Angeles at this time.

No other business was opened for discussion and the meeting was adjourned at the motion of James Jazmin.


Valerie M. Kennedy,
Secretary

BEII00007

SHAREHOLDER/STAFF MEETING APRIL 26, 1999

Document # 04259BS

NEW BUSINESS:

1. KOR Commission for Sr. Scientist.

Dave Blakely contributed the proceeds to BEII from his expert witness work completed in 1994 and 1995 for the Mrgdichian case. Dave endorsed over \$30,000.00+ to BEII in payments made directly to him.. In addition Dave took no commission for KOR work in 1996, 1997, 1998 and 1999. Dave's rent, TV, gas and other monthly bills were paid by BEII to compensate him for the contributions.

Billings for KOR doubled, other clients dipped significantly in the first quarter of 1999 in part because of the increased KOR work, expert witness work, unpaid invoices, negotiations with Watt; the Manchester accident; Carlos' resignation; the neutron probe loss; the extended CAN negotiations.

Since KOR revenues for the first quarter have increased by almost 100% as compared to the first quarter of 1998 and the Watt contracts are finally underway, Dave asks that the KOR commission be paid.

Also, since Dave is now averaging over 50 hours weekly with no real opportunity for vacation again in 1999, he requests that he be paid the \$250.00 weekly salary for two weeks vacation not taken in 1998.

2. Check signing policy-

Dave suggest that two signatures be required for all BEII checks as a safeguard against conflicting interests should they arise.

3. Office in the LA area-

Watt has proposed that we increase our presence in the LA basin. I believe that we can find better report writers since the available personnel pool is greater in the city.

4. New hours-

Hiram and I have agreed that we will spend more hours working on projects either in the office or as take home work to compensate for the increased work load and the loss of Carlos.

PROJECTS:

Watt- need to sign contract, already began two drycleaners-

BEII00008

1. Drycleaners:

- a. Talk with Luis Rodrigas, Orange County Specialist who handles Dry Cleaners. ID OCEHS requirements.
- b. ID USEPA specifications-Rodrigas said that he follows their guidelines.
- c. ID ITRC specifications-send Email to Dave Rice

propose same remediation for Montmart, new technology in line with LLNL for the Dry Cleaning Factory.

2. KOR- phone conference today concerning well abandonment-

Apr30- Intrinsic Bioremediation is challenged by lateral spread of dissolved plume to MW-10 go ahead with Slumberger protocol- can they seal through inner 12" sleeve and outer 16" casing.

Use small SVE company with portable unit for feasibility test- England assoc, for example, attempting to set SVE feasibility study in GW wells with free product to show efficiency of system in removing aromatics from free product and minimizing dissolved partitioning in GW.

3. Thrifty CAN- need to meet with Paniceustiou- England is doing Golden West- Panicesticu is handling both stations and refinery- make deal where we get them money for CAN- THEY let us clean up gas stations and refinery.

4. Polinger-COLLECT \$6,200.00- complete reimbursement requests.

5. SWEANY-sign contract -collect \$2,000.00

6. Lincoln and Knott/ Vallet Car Washes- Vallet is there room for a purchase of property or imaginative financing of cleanup

7. Hollymont, VEAL, JDL-CAN's

8. Wickland- sales call necessary

9. SB 949- see Kip Lipper, associations- CAR WASH truckers for backfill monitoring.

10. MTBE- must get to work on system with KOR-

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on August 24, 2000; at 10:00 a.m., at the corporation's office at
1473 Highway 2, Suite 2, Wrightwood, California.

Dated: August 3, 2000



Valerie M. Kennedy, Secretary

BEH00010

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on August 24, 2000, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

4-12-93

On the morning of Monday April 12, 1993 Dave came in at approximately 8:30, said hello to Hussein and said he wanted to speak to him about events that occurred Friday April 9, 1993. The next thing I heard was loud voices. Both DAB + HH were yelling back and forth. Hussein called 911 two times. 911 called back and Sean cancelled the call and then informed HH and DAB that he had done so. Hussein said he felt threatened and wanted to sue for something. DAB told him to go ahead. The yelling continued. Then DAB asked HH to leave and then went to his own office. HH came in to SD + DS's office and tried to brief us. DAB asked him to leave immediately so he did. DAB told us all to go home because he was closing the office down. Then he asked Sean + BI to stay to talk to Shel Medall.

Diane Sicoli

4/12/93

The Secretary presented and read a notice of the meeting received by each shareholder entitled to the notice of the meeting. At the Meeting the following topics were discussed:

Toni Blakely no longer will have a working role in the operations of the corporation. Since approximately April, 1999, she has been responsible for the accounting and management of the financial affairs of the corporation, and it has been found that numerous unauthorized disbursements to her personal American Express Card, other direct personal unauthorized disbursements in a total amount of \$51,072.15 have been made and have caused the corporation to be in financial difficulty. The corporation has not filed a Federal or State Income Tax return since incorporation and is currently in the process of suspension from the State of California. It was discussed if the corporation should seek to file criminal charges against Toni Lee Blakely for the unauthorized disbursements taken from the corporation.

It was discussed that David Blakely will be responsible for contacting the current customers and responsible for procuring future business for the corporation. Hiram Garcia will be primary responsible for the supervision and preparation of technical reports. Hiram will be responsible for the corporation contact and relations with the State Regulators.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. Valerie M. Kennedy will input all accounting information of the corporation into an accounting program from the records of the corporation and will have the past and current Federal and State Income Tax Returns prepared. All penalties and interest, if any,

will be paid to the taxing agencies and Valerie M. Kennedy is authorized and instructed to prepare the checks for said payments.

2. At the insistence of David Blakely only, it was decided not to seek to file criminal charges against Toni Lee Blakely for embezzlement at this time.

3. Valerie M. Kennedy is authorized to handle the bookkeeping and accounting responsibilities for the corporation.

4. Joseph E. Kennedy will be responsible for the Administration of the Corporation.

5. David Blakely will be responsible for contacting the current customers and responsible for procuring future business for the corporation.

6. Hiram Garcia will be primarily responsible for the supervision and preparation of technical reports. Hiram will be responsible for the corporation contact and relations with the State Regulators.

7. James Jazmin will continue as President and will provide Technical Support as needed for the corporation.

8. All current directors are re-elected and shall continue to serve for another term.

The Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing 100% of the outstanding shares entitled to vote thereon.

BEH00014

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was

adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary


BEH00015

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that a Special Meeting of Shareholders of
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. will be held on
October 25, 2000; at 10:00 a.m., at the corporation's office at 1473 Highway
2, Suite 2, in the City of Wrightwood, California.

Dated: October 20, 2000



Valerie M. Kennedy, Secretary

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

A special meeting of the shareholders of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on October 25, 2000, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary presented and read a notice of the meeting received by each shareholder entitled to the notice of the meeting. At the Meeting the following topics were discussed:

BEH00017

Toni Blakely has contacted the corporation with a copy of an Employment Agreement executed on behalf of the corporation by Hiram Garcia. A copy of the Agreement is attached to these minutes. Since there are tax liens against Toni and David Blakely, she has not showed any income to avoid tax withholdings. Hiram was asked to sign the Employment Agreement, which was prepared by Toni Blakely, so that Toni Blakely could substantiate a loss of income in an insurance claim. Hiram states that to his great regret, he executed the employment agreement for Toni Blakely as a favor to her only, and that in no way did he intend the employment agreement to be binding and legal for the corporation. Toni Blakely is now broke and desperately out of money and is insisting that we honor her bogus employment agreement and pay her. David Blakely is the only person who is in favor of making payments to Toni Blakely and is attempting to persuade all Shareholders to support him. James Jazmin, Valerie Kennedy, Joseph E. Kennedy and Hiram Garcia were opposed to any payment to Toni Blakely. David Blakely is currently not working, has not reported any billable hours and has threatened to resign.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. Joseph Kennedy will contact Toni Blakely and finalize a settlement upon David Blakely's insistence. After negotiation, a copy of the settlement agreement is to be attached to these minutes.
2. The corporation will not pursue the filing of criminal charges against Toni Blakely for unauthorized personal disbursements as previously discussed at this time.

3. David Blakely will resume working and will report his hours for billing.

With the deepest regret the Secretary reported that 3375 shares of common stock had been voted in favor of the forgoing resolution and 1125 shares of common stock has been voted against the resolution, said vote representing 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

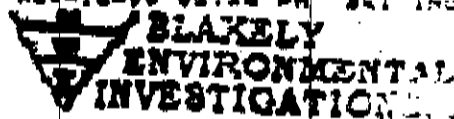
There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEII00019



#0499-143

CONSULTING SERVICES AGREEMENT

The Parties to this agreement are the following:

Consultant: Raintree Inc./Tom Lee-Blakely


Client: Blakely Environmental Investigations, Inc.


The Consultant will consult and perform the following services at the following rates based upon an estimated duration of 12 months:

Contract administration, development and negotiations	@ \$ 1200.00 monthly
Environmental Field Services 3 hour min. (as needed)	@ \$ 30.00 hour
Per Diem	@ \$ 115.00
Travel (per mile)	@ \$.32

A retainer of \$500 is non-refundable due and payable. Future payments will be made upon completion of the assignments and receipt of invoice. Expenses will be reimbursed upon receipt of invoice.

Signed this 3rd day of April, 1999


Tom Lee-Blakely/Raintree Inc.


Adam D. Garcia
VP Blakely Environmental Investigations, Inc.

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.
P.O. BOX 330, 1473 HIGHWAY 2, SUITE 2, WILLOWWOOD, GA 30287 (770) 249-8436 FAX (770) 249-1016 www.blakelyenv.com

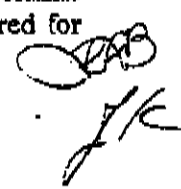
BEI00020

RELEASE AND COVENANT NOT TO SUE

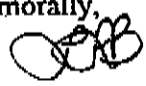

Santa Ana, California.

BE IT KNOWN, for a payment of good consideration of FOURTEEN THOUSAND NINE HUNDRED DOLLARS (\$14,900.00) the undersigned, Toni Lee Blakely, and Raintree Inc., a Nevada corporation, and their heirs, successors, assignees and devisee, herein after referred to a First Party, forever release, discharge, acquit and further indemnify BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., a California corporation and its officers, directors and shareholders and all of its past, current and future customers, DURABLE SALES INC., a Nevada corporation and its officers, directors and shareholders, DAVID E. BLAKELY, spouse of Toni Lee Blakely, JOSEPH E. KENNEDY and VALERIE M. KENNEDY, husband and wife, JAMES JAZMIN, a married man, and HIRAM GARCIA, a married man, hereinafter aggregately referred to as Second Party, from any and all contracts, claims, suits, actions or liabilities both in law and in equity specifically arising from, relating to or otherwise described as and not limited to, and according to the following terms and conditions:

1. The consulting agreement dated April, 1999, executed by Toni Lee Blakely on behalf of Raintree, Inc., a Nevada corporation and Hiram Garcia, on behalf of Blakely Environmental Investigations, Inc., a California corporation, is hereby voided, nullified, rescinded and cancelled in its entirety and it is further agreed by the parties herein that there are no payments due to Raintree, Inc., and/or Toni Lee Blakely whatsoever, now and forever, except the amounts specified in this agreement.
2. All claims to intellectual property or patents, procedures or techniques utilized by Blakely Environmental Investigations, Inc., its officers, directors, shareholders, employees in the scope of the environmental field and business are hereby released forever by the First Party. Excepted are rights to patents already held by Toni Blakely.
3. Toni Lee Blakely agrees that neither she, or any member of the first party, shall contact nor attempt to contact any member of the Second Party, except Joseph E. Kennedy or David Blakely, by mail, e-mail, telephone or by any correspondence verbal or written or any communication of any type whether personally or through any agent or any party for a period of time of not less than three (3) years.
4. First Party agrees that upon the initial payment of this agreement by the Second Party, any other charges, reimbursement fees or costs, fees, claims for payment by the First Party shall be voided and no longer honored for payment by the Second Party.

Handwritten signature and initials, possibly "J/K" or similar, in the bottom right corner of the document.

5. Payment Terms: The Second Party shall pay the initial payment of \$2,500.00 to the First Party upon execution of this agreement by both parties.
6. Thereafter, monthly payments of \$1,550.00 shall be paid by the Second Party to the First Party, thereafter for eight months, commencing November 12, 2000, and shall continue providing the Second Party shall have sufficient cash flow available at the time to make the monthly payment to Second Party. There is no interest charge on the monthly payments or outstanding balances due to the First Party. There shall accrue late charges of \$50.00 per week, if Second Party does not make payment by the 12th of each month. Payments may be made to Raintree Inc's account at Farmer's and Merchants Bank in Long Beach, California. Toni Blakely may re-instruct the Second Party for remittances, if done within ten days of the due date.
7. In the event of any violation or default of the terms and agreements herein specified by the First Party, the Second Party shall be released from any and all other obligations to the First Party financially or otherwise, and all further payments shall be suspended and the Second Party shall be entitled to refund of all payments rendered under this agreement, and shall be granted immediate recourse in the Orange County Judicial District, the hereby agreed upon legal venue for this agreement between the parties herein. In the event that the Second party fails to make a required payment for SIXTY (60) days, the First Party will be no longer bound by this agreement.
8. In the event of any violation as described in Paragraph 7 above, the First Party shall pay and reimburse all legal fees and cost incurred by Second Party to the Second Party, in the event legal procedure should be invoked by the Second Party against the First Party regardless of the legal outcome.
9. All parties agree that there are no further agreements, understandings, commitments, promises, and guarantees for any financial payment or financial enrichment, profit or gain, written, verbal, referred to or implied in any manner or medium, given by the Second Party to the First Party, and the First Party fully agrees and fully acknowledges that the Second Party, and all of its members thereof individually and collectively, shall have no further financial obligation whatsoever, from the date of signing of this agreement to forever in any way, financially, physically, morally, ethically or spiritually to the First Party.

10. All parties agree that the legal representative of the First Party shall be Toni Lee Blakely and the legal representative of the Second Party shall be Joseph E. Kennedy. Any agreements, understandings, commitments, promises, guarantees, indemnifications, obligations, undertaking, legal filings or causes of action, negotiations, contractual signing or actions, regardless of past, current or future, taken by any other members of either party other than the legal representatives of each party, shall be considered null and void and shall have no legal enforceable effect on any of the parties herein.
11. This agreement constitutes the full and only agreement and may only be modified by written agreement by both parties.
12. The only party agreeing and liable for payments to the First Party is Blakely Environmental Investigations Inc., a California Corporation. The First Party hereby agrees that the other members of the Second party have no responsibility to fund this agreement and that the benefit of this agreement is solely for the First Party and Blakely Environmental Investigations Inc.

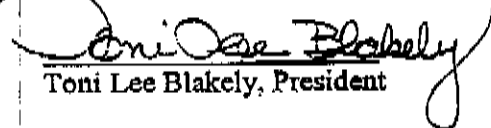
Dated the 12th day of November 2000.

First Party:


Toni Lee Blakely

Raintree Inc, A Nevada Corporation s

By:


Toni Lee Blakely, President

Second Party:

Blakely Environmental Investigations Inc., A California Corporation, et al.


Joseph E. Kennedy, Representative


Witness

BEI00023

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

A Special meeting of the directors of the above corporation was duly called and held at 4521 W. First Street, in the city of Santa Ana, in the state of California on January 31, 2001 at 10:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary reported that the following directors were present in person: Hiram Garcia, Joseph E. Kennedy, Valerie M. Kennedy, James Jazmin and David Blakely.

At the Meeting the following topics were discussed:

Greve Financial Services Inc. has decided to purchase the Angeles Chemical Site in Santa Fe Springs, with recommendations from BEII.

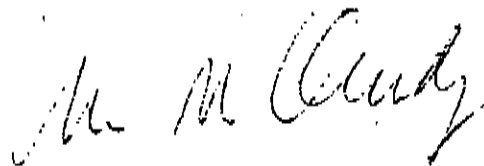
Since approximately April, 2000, BEII has not been able to compensate Joseph E. Kennedy and Valerie M. Kennedy for their full time administration and accounting services rendered to BEII on a weekly payroll basis as the other employees are paid. Therefore, it is proposed that a managment agreement with Durable Sales Inc. for general management, accounting and supervision services will be negotiated and entered into. Durable Sales Inc. will be compensated only upon payment of invoices by Greve Financial Services Inc. for the Angeles Chemical jobsite.

BEII00024

It is agreed, by a vote of 4 to 1, that the BEII shall execute a management contract with Durable Sales Inc. A copy of the executed agreement shall be attached hereto.

There being no further business, that meeting was adjourned.

Dated: January 31, 2001

A handwritten signature in cursive script, appearing to read "Valerie M. Kennedy".

Valerie M. Kennedy, Secretary

BEII00025

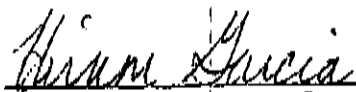
AGREEMENT

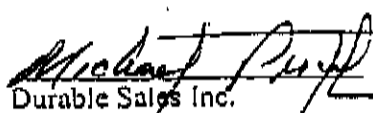
This agreement is entered into between Blakely Environmental Investigations Inc. (BEII) and Durable Sales Inc. (Durable) on this 31st day of January 2001.

Whereas Durable Sales holds 2250 shares of BEII stock and wishes to provide management of BEII at a reasonable cost, the parties hereby agree:

- 1) Durable shall provide general management and supervision services to BEII.
- 2) Durable shall provide sufficient personnel to maintain accounting records, file required tax returns, invoice and collect BEII invoices, review and pay BEII's expenses and perform all payroll functions.
- 3) BEII shall assign all consulting revenues, which shall be invoices to Greve Financial Services Inc., to Durable. This assignment shall be only for consulting charges for work performed by BEII personnel and shall not include any portions of an invoice for which BEII is required to make payment to any unrelated party.
- 4) This agreement can be cancelled if thirty (30) days notice is given in writing by either party and the Board of Directors of the party giving notice has approved the cancellation by a majority vote.
- 5) BEII is not liable for payment of the sums due to Durable until payment is received from Greve Financial Services Inc. However, payment to Durable is due immediately upon BEII's receipt of payment from Greve Financial Services Inc.
- 6) BEII shall provide a detailed accounting to Durable of the details of each Greve Financial Services Inc. from BEII. Sufficient detail shall be included to determine which charges are payable to third parties and which charges are for BEII consulting fees.

The parties agree that any dispute regarding this agreement shall be subject to the laws of the State of California.


Blakely Environmental Services Inc.
Hiram Garcia, Vice President


Durable Sales Inc.
Michael Profit, C.E.O.

BEII00026

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

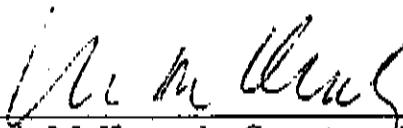
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on March 7, 2001; at 10:00 a.m., at the corporation's office
at 1473 Highway 2, Suite 2, Wrightwood, California.

Dated: February 20, 2001



Valerie M. Kennedy, Secretary

BEII00027

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on March 7, 2001, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and
James Jazmin.

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

It is reported by Valerie M. Kennedy, that all the past Federal and State Tax Returns from 1996, which was the responsibility of Toni Blakely and were left unfiled, have been filed and a copy of which is for the Shareholders review at this meeting. A copy of the current Federal and State tax return for 2000 is also available for Shareholders and Directors review.

Financially, it has been determined and agreed that the minimum billable hours that David Blakely and Hiram Garcia will have to report is 24 billable hours per week. This will enable the corporation to meet its overheads. Also, Windy Brown will be available on a full-time basis in May and it is agreed that the corporation will hire her.

A vote of the Directors was taken and unanimously agreed that James Jazmin will continue as President, and Valerie M. Kennedy will continue as Secretary /Treasurer. At this time, there are no other officers of the corporation.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. Both David Blakely and Hiram Garcia agreed that a minimum of 24 Billable hours per week each, will be required to keep the corporation able to meet its overhead costs.
2. Windy Brown will be hired on a full-time basis when she is available in May.
3. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer.

4. All current directors are re-elected and shall continue to serve for another term.

With the Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00030

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on March 7, 2002; at 10:00 a.m., at the corporation's office at
4521 W. First Street, Santa Ana, California.

Dated: February 20, 2002


Valerie M. Kennedy, Secretary

BEI00031

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 4521 W. First Street, in the City of Santa Ana, in the State of California on March 7, 2002, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

BEII00032

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2001 is available for Shareholders and Directors review.

The Queen City excavation project was done in January, 2002. Although the project went well, an additional 60,000 tons of material was removed and no one had the customer execute a written change order to the contract even though a verbal change order was authorized by Tim Kuhn, Queen City Investments' project manager. We are currently having a problem receiving full payment as Hiram Garcia executed a 'Not to Exceed' contract with Queen City Investments Inc. and the cost of the additional work exceeds the contract amount. Tim Kuhn now denies any additional authorization. At this time Queen City Investments Inc. is to pay all of BEII's subcontractors directly, and BEII has already received full payment of the contract amount and will not be paid for any additional work verbally authorized.

The field office for the Corporation was moved in November 2001 from Wrightwood to Rancho Cucamonga. The accounting office for the corporation shall be located at 4521 W. First Street, Santa Ana, California.

A vote of the Directors was taken and unanimously agreed that James Jazmin will continue as President, and Valerie M. Kennedy will continue as Secretary /Treasurer. They are authorized to act on behalf of the corporation. At this time, there are no other officers of the corporation.

BEII00033

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. All current directors are re-elected and shall continue to serve for another term.

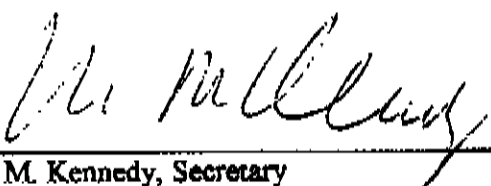
The Secretary reported that 4,500 shares of common stock had been voted in favor of the foregoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00034

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

A Special meeting of the directors of the above corporation was duly called and held at 4521 W. First Street, in the city of Santa Ana, in the state of California on October 22, 2002 at 10:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary reported that the following directors were present in person: Hiram Garcia, Joseph E. Kennedy, Valerie M. Kennedy, James Jazmin and David Blakely.

At the Meeting the following topics were discussed:

Hiram Garcia has requested that the corporation loan him the sum of THIRTEEN THOUSAND DOLLARS (\$13,000.00)., and

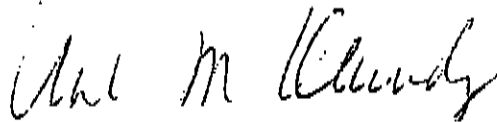
WHEREAS, the corporation is financially able to make said loan at this time, it is

RESOLVED, that the Secretary Treasurer of the corporation is authorized and directed to advance the sum of THIRTEEN THOUSAND DOLLARS (\$13,000.00) to Hiram Garcia, and it is

FURTHER RESOLVED, that the terms and conditions of said loan shall be interest payable at the rate of 5% per annum. Total principal and interest due thereon on this loan shall be repaid within one year from the date of receipt of loan proceeds. The check to Hiram Garcia shall be noted with reference as a

loan, and negotiation of the check for THIRTEEN THOUSAND DOLLARS
(\$13,000.00) shall be evidence of receipt of loan proceeds by Hiram Garcia.

Dated: October 22, 2002

A handwritten signature in cursive script, appearing to read "Val M Kennedy".

Valerie M. Kennedy, Secretary/Treasurer

BEH00036

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on April 29, 2003; at 10:00 a.m., at the corporation's office at
7101 Western Avenue, Buena Park, California.

Dated: April 16, 2003



Valerie M. Kennedy, Secretary

BEII00037

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the State of California on April 29, 2003, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2002 is available for Shareholders and Directors review.

The accounting office for the corporation shall be located at 7101 Western Avenue, Buena Park, California.

The field office for the corporation shall be moved in May from Rancho Cucamonga to Phelan to reduce commuting time for the staff.

A discussion of filing suit against the State of California for discrimination against David Blakely was held. The state regulators will not respond to any BEI correspondence because they are discriminating against David Blakely. This has adversely affected the viability of the corporation. The suit would also personally name the head of the Los Angeles Regional Water Board enforcement, David Bacharowski and also James Gianopolous, in charge of the State Water Board UST fund in Sacramento. It was unanimously decided to file suit. Melvin Teitelbaum will represent the plaintiffs.

Brock Boeke was hired in January, 2003 as a Geologist and the corporation shall maintain an office at the BEI accounting office in Buena Park for him.

The existing computer equipment and office equipment is not sufficient for utilization by the staff. Joseph Kennedy shall purchase a high speed copier for the corporation field office in Phelan. Also, David Blakely shall be provided a corporation computer for his office at his home. The corporation shall provide DSL service for David Blakely at his home.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. The accounting office for the corporation shall be located at 7101 Western Avenue, Buena Park, California. The field office for the corporation shall be moved in May to Phelan for the convenience of the staff.
3. Joseph Kennedy shall purchase computers and a high speed copier for the corporation field office in Phelan. Also, David Blakely shall be provided a corporation computer for his office at his home. The corporation shall provide DSL service for David Blakely at his home.
4. All current directors are re-elected and shall continue to serve for another term.

The Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more than 75% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00040

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on March 30, 2004; at 10:00 a.m., at the corporation's office at
7101 Western Avenue, Buena Park, California.

Dated: March 2, 2004


Valerie M. Kennedy, Secretary

BEH00041

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

A annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the State of California on March 30, 2004, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

BEI00042

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2003 is available for Shareholders and Directors review. The shareholders and directors were informed as to the loss in 2003.

A discussion of a suit against the State of California for discrimination against David Blakely was held. Because the state regulators have "blackballed" BEII and David Blakely, both parties have filed suit against the State of California. It has been determined by the court that the state regulators have immunity against these civil actions and the case has been dismissed by the court. There was a discussion regarding a possible appeal. It was agreed to pose the question to the attorney, Melvin Teitelbaum. There was a discussion as to whether or not BEII can effectively represent any clients with the Los Angeles Water Board regulators. BEII is not able to get any response from the Los Angeles Water Board Region. It has been over two years since the Chidi site report was submitted and there has been no response to date. David Blakely tendered his resignation as Director of the corporation.

Brock Boeke resigned in January, 2004. However the corporation shall continue to maintain an accounting office in Buena Park.

As of September, 2003, Brown Family Trust fired BEII as their consultant. This was due to a direct submission of a report to the State Regulatory Agency without first reviewing the report with the customer. Additionally, the client told us that we had terrible relations with the regulators (Los Angeles Water Board). Brown Family Trust is a

BEII00043

substantial long time customer of BEII. Since 2003 has reflected a loss for the corporation, the loss of the Brown Family Trust is significant and the viability of the corporation is in question.

On motion duly made and seconded, and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. David Blakely tendered his resignation as Director and his resignation was accepted. The following Directors have been elected to serve an another term: HIRAM GARCIA, JAMES JAZMIN, JOSEPH E. KENNEDY and VALERIE M. KENNEDY.

The Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more than 75% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEII00044

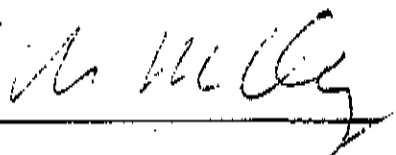
NOTICE TO SHAREHOLDERS
OF
ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. shall be held for the purpose of electing a board of Directors for the ensuing year and transacting such other business as may properly come before the Board. The meeting will be held on the 24th day of March, 2005 at 10:00 a.m., at 7101 Western Avenue, City of Buena Park, and State of California.

Transfer books will remain closed from the 16th day of March, 2005 until the 24th day of March, 2005.

Dated: March 16, 2005

By order of the Board of Directors:



Valerie M. Kennedy, Secretary

BEII00045

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BURNLEY GILSON LEMMON	
701 Western Ave	
BURNLEY PARK, CA 90620	
One piece of ordinary mail addressed to:	
MARTIN GONZALEZ	
PO BOX 3074	
WILKINSON CA 92397	

PS Form 3817, January 2001

0009
\$0.90
800-415-70-06
U.S. POSTAGE
PAID
BURNLEY PARK, CA
90620
MAR 18, 05
FBI/DOJ
FBI/DOJ

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BLANKEN BARNHART LEMMON	
701 Western Ave	
BURNLEY PARK, CA 90620	
One piece of ordinary mail addressed to:	
JAMES JAZMIN	
16327 STILLWATER	
CARMONA CA 90703	

PS Form 3817, January 2001

0080
\$0.90
800-415-70-06
U.S. POSTAGE
PAID
BURNLEY PARK, CA
90620
MAR 18, 05
FBI/DOJ
FBI/DOJ

BEH00046

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BURNLEY ENVIRONMENTAL	
701 Western Ave	
BURNLEY PARK, CA 90620	
One piece of ordinary mail addressed to:	
MAMM CORP	
PO Box 3074	
Whittier CA 92397	

PS Form 3817, January 2001

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006-1670-06

\$0.90



U.S. POSTAGE
PAID
BURNLEY PARK, CA
90622
MAR 16, 05
CERTIFIED

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BLANCKEN BARRON/MENTOR	
7101 Western Ave	
BURNLEY PARK, CA 90620	
One piece of ordinary mail addressed to:	
JAMES JARMIN	
16327 STILLBURN	
CARPENTERS CA 90703	

PS Form 3817, January 2001

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\$0.90



U.S. POSTAGE
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BURNLEY PARK, CA
90622
MAR 16, 05
CERTIFIED

BEI00047

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the state of California on March 24, 2005 at 10:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or represented by proxy, the aggregate amount representing 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

Joseph E. Kennedy, Valerie M. Kennedy and Hiram Garcia.

BEI00048

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2004 was available for Shareholders and Directors review. The shareholders and directors were informed as to the loss in 2004.

A discussion of the filing of a lawsuit against Frontier Transportation Inc., for outstanding unpaid invoices and for cancellation of the current contract for the Frontier Transportation Inc. Tracy Facility Site. After a discussion of the case, it was agreed by all shareholders and directors present to proceed with the lawsuit.

A discussion of the filing of a lawsuit against JDL Corporation for outstanding unpaid invoices for the JDL Corporation Montebello Site. After a discussion of the case, it was agreed by all shareholders and directors present to proceed with the lawsuit.

A discussion was held regarding the Glen Blakely lawsuit against the corporation. ~~Hiram Garcia, shareholder and director confirmed that at no time did Glen Blakely receive any shares of the corporation and has given a written declaration in defense of the corporation.~~ Hiram Garcia was the Secretary of the corporation at the time of the issuance of the shares of the corporation, and he did not issue any shares of the corporation to Glen Blakely and confirmed his attendance and signature at the first meeting of the Board of Directors of the Corporation in 1995 by a complete review of the corporation books and records at this meeting. It was further discussed that the remaining shareholder and

director and president of the corporation, James Jazmin, who is not in attendance of this meeting, has also confirmed that Glen Blakely is not a shareholder and did not receive any shares of the corporation by a complete review of the corporation books and records. James Jazmin also confirmed his attendance and signature at the first meeting of the Board of Directors of the Corporation in 1995, by a complete review of the corporation books and records.

All shareholders and directors agree to continue to defend the Glen Blakely lawsuit and have engaged the legal services of Melvin Teitlebaum for this case. The shareholders and directors of the corporation further agree to file a cross complaint against Glen Blakely for direct business interference in causing the corporation to be "fired" from the Frontier Transportation Tracy contract and thereby causing the loss of the remainder of the contract of approximately \$250,000.00.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. The following Directors have been elected to serve another term:
Hiram Garcia, James Jazmin, Joseph E. Kennedy and Valerie M. Kennedy.

3. The corporation shall proceed with the legal filings as discussed and shall retain the legal services of Melvin Teitlebaum to represent the corporation.

The Secretary reported that 3,375 shares of common stock has been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more that 75% of the outstanding shares entitles to vote thereon.

The Secretary thereupon declared that the resolutions have been duly adopted.

There being no further business at this time, upon motion the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00051

NOTICE TO SHAREHOLDERS

OF A

SPECIAL MEETING

Notice is hereby given that the Special Meeting of Shareholders of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. shall be held for the purpose of determination of the source of funds for payment of legal fees and cost in the matter of Glen Blakely Lawsuit, Case #05CC03341, in which Blakely Environmental Investigations Inc. is a defendant and any other business as may properly come before the Shareholders and Directors. The meeting will be held on the 14th day of July, 2005 at 10:00 a.m., at 7101 Western Avenue, City of Buena Park, and State of California.

Dated: July 7, 2005

By order of the Board of Directors:



Valerie M. Kennedy, Secretary

BEH00052

MINUTES OF A SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

A special meeting of directors and shareholders of the above corporation was duly called and held at 7101 Western Avenue, in the City of Buena Park, in the state of California on July 14, 2005, at 10:00 A.M.

This meeting was called to order by Valerie M. Kennedy, Secretary Treasurer of the Corporation, who also kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person, the aggregate amount representing 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125

And the following shareholders were represented by proxy:

Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy 2,250

The Secretary reported that the following Directors were present in person:

Joseph E. Kennedy, Director Valerie M. Kennedy, Director and Hiram Garcia, Director. Also present at the meeting was Lee Panicella.

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting, with the proof of mailing. A copy of the notice with the proof of mailing to each shareholder and directors entitled to such notice shall be placed in the corporate records. The Secretary read the minutes from the previous meeting, and a correction was made.

At the meeting the following topics were discussed:

A discussion of the paying of attorney's fees for the Anti Slapp Motion filed against Glen Blakely. The court awarded judgment against Blakely Environmental Investigations Inc. in the amount of \$4,000.00 to be paid by July 17, 2005 to Salerno and Dasso, attorneys for Glen Blakely. A discussion was further held to determine how the corporation was to raise the money to pay the court judgment. A motion was made that 500 Treasury Shares shall be sold to Durable Sales Inc. for \$1.00 par value. This motion was seconded and carried by majority vote. Durable Sales Inc. now owns 2,750 shares of stock of Blakely Environmental Investigations Inc. The balance of \$3,500.00 shall be in a short term loan from Durable Sales Inc. to Blakely Environmental Investigations Inc.

The Lawsuit filed against Hiram Garcia for non payment of an employee loan, in the amount of \$13,000.00 filed in Municipal Court in San Bernardino County shall continue to be prosecuted against Hiram Garcia as Hiram Garcia has not reached a settlement agreement with the corporation.

All of the Officers, Shareholders and Directors present agree to continue to defend in the Glen Blakely lawsuit and also agree to continue to prosecute and pursue the lawsuits against Frontier Transportation and JDL Corporation. On motion duly made and seconded and after due deliberation, the following resolutions were voted upon:

1. Valerie M. Kennedy shall continue to serve as Secretary /Treasurer, and Valerie M. Kennedy is authorized to act on behalf of the corporation.

2. 500 Shares of Common Stock was purchased from Treasury by Durable Sales Inc. at \$1.00 par value per share.

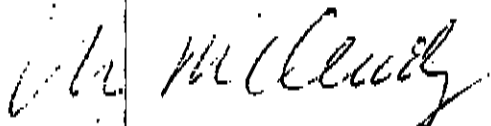
3. The Secretary reported that 3,875 shares of common stock as been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more that 75% of the outstanding shares entitled to vote thereon.

4. The Secretary thereupon declared that the resolutions have been duly adopted.

There being no further business at this time, upon motion the meeting was adjourned.

True Record

Attest

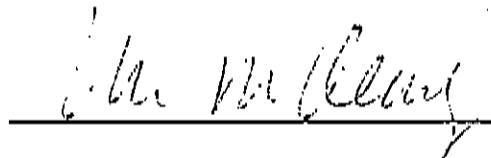


Valerie M. Kennedy, Secretary Treasurer

NOTICE TO SHAREHOLDERS AND DIRECTORS
OF A
SPECIAL MEETING

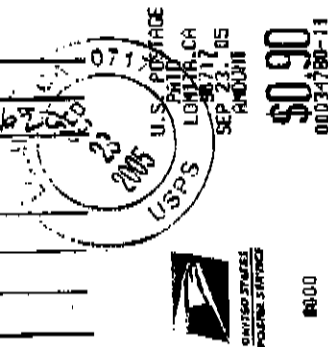
Notice is hereby given that the Special Meeting of Shareholders and Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. shall be held to discuss current business and any other business as may properly come before the Shareholders and Directors. The meeting will be held on the 27th day of September, 2005 at 9:00 a.m., at 7101 Western Avenue, City of Buena Park, and State of California.

Dated: September 23, 2005


Valerie M. Kennedy, Secretary

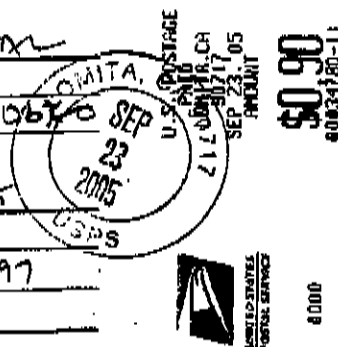
BEH00056

U.S. POSTAL SERVICE		CERTIFICATE OF MAILING	
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL. DOES NOT PROVIDE FOR INSURANCE-POSTMASTER			
Received From:			
Biology Environmental			
7101 Western Ave			
Brenta Park 90620			
One piece of ordinary mail addressed to:			
JAMES JAZMIN			
16327 Still Knoll			
Cerritos CA 90703			



PS Form 3817, January 2001

U.S. POSTAL SERVICE		CERTIFICATE OF MAILING	
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL. DOES NOT PROVIDE FOR INSURANCE-POSTMASTER			
Received From:			
Biology Environmental			
7101 Western Ave			
Brenta Park CA 90620			
One piece of ordinary mail addressed to:			
MR HIRSH GARCIA			
P.O. Box 3074			
Wilburwood, CA 92397			



PS Form 3817, January 2001

BEH00057

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the state of California on September 27, 2005 at 9:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present represented by proxy, the aggregate amount representing more than 50% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,750

The Secretary reported that a quorum of Directors were present in person and the Directors present were Joseph E. Kennedy and Valerie M. Kennedy.

Also attending the meeting is Mr. Lee Panichella.

The Secretary presented and read a notice of the meeting received timely by each shareholder and director entitled to the notice of the meeting. The Secretary read the minutes of the previous meeting, and the corporate books are available at the meeting for open review.

At the Meeting the following topics were discussed:

BEII00058

Mr. James Jazmin has joined the Glenn Blakely Lawsuit against the corporation as a Plaintiff and will no longer attend any meetings of the corporation as president or director. On motion duly made and seconded, and after due deliberation, the following resolution was voted upon by the shareholders:

1. James Jazmin will no longer serve as a director of the corporation.
2. Joseph E. Kennedy, Valerie M. Kennedy and Hiram Garcia will continue to serve as the directors of the corporation.

The Secretary reported that 2,750 shares of common stock has been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more that 50% of the outstanding shares entitles to vote thereon.

The Secretary thereupon declared that the resolutions have been duly adopted.

The Meeting of the Board of Directors was held and the following topics were discussed:

Mr. James Jazmin has joined the Glenn Blakely Lawsuit against the corporation as a Plaintiff and will no longer attend any meetings of the corporation as president. On motion duly made and seconded, and after due deliberation, the following resolution was voted upon by the directors:

Valerie Kennedy shall serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and she is authorized to act on behalf of the corporation.

The Secretary reported that a majority of the directors present have voted for the resolutions, said vote representing more than 50% of the directors entitled to vote thereon.

The Secretary thereupon declared that the resolutions have been duly adopted.

There being no further business at this time, upon motion the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BE1100060

NOTICE OF SPECIAL MEETING OF DIRECTORS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS
INC.:

You are hereby notified that the Special Meeting of Directors of
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. will be held on
February 15, 1999; at 10:00 a.m., at the corporation's office at 1473
Highway 2, Suite 2, in the City of Wrightwood, California.

Dated: February 2, 1999



Valerie M. Kennedy, Secretary

BEII00001

MINUTES OF DIRECTORS' MEETING

A special meeting of the Board of Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., was duly called and held on February 15, 1999, at Wrightwood Office of BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., commencing at 11:00 AM.

There were present and participating at the meeting:

Joseph Kennedy, Valerie Kennedy, Hiram Garcia, James Jazmin and David Blakely.

With approval of the directors present, James Jazmin acted as Chairman of the meeting and Valerie Kennedy recorded the minutes.

On motions duly made and seconded, it was voted that:

1. The minutes of the last meeting of the directors be taken as read.
2. It was further voted: Hiram Garcia tendered his resignation as Vice-President and his resignation was accepted. However, Hiram Garcia shall remain as an valued and contributing employee of the corporation.
3. An election of officers was held and the following officers were elected on behalf of the corporation:

James Jazmin; President

Valerie M. Kennedy, Secretary Treasurer.

There being no further business, the meeting was adjourned.

DATED: February 15, 1999


Valerie Kennedy, Secretary

BEH00002

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

A special meeting of the shareholders of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on January 21, 1999, at 10:00 o'clock a.m.

The meeting was called to order by Toni Blakely, the President of the Corporation, and Hiram Garcia, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Lori Lee	Toni Blakely	1,125
James Jazmin	Toni Blakely	1,125
Elmer Price	David Blakely	500

The Secretary presented and read a waiver of notice of the meeting received by each shareholder entitled to the notice of the meeting. On motion duly made and seconded, and after due deliberation, the following resolution was voted upon:

BEH00003

The corporation shall buy back 1,625 shares; 1,125 shares from Lori Lee for \$80,000.00 and 500 shares from Elmer Price for the sum of \$20,000.00. The corporation shall issue 2,250 shares to Durable Sales Inc. for the sum of \$100,000.00. The corporation shall elect new directors to act on behalf of the corporation, said directors shall be as follows: DAVID A. BLAKELY, JOSEPH E. KENNEDY, VALERIE M. KENNEDY, HIRAM GARCIA AND JAMES JAZMIN.

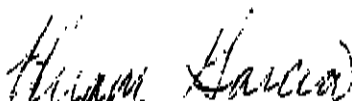
The Secretary reported that 3,375 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more than 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest



Hiram Garcia, Secretary

BEH00004

**BLAKELY
ENVIRONMENTAL
INVESTIGATIONS, INC.**

CERTIFICATE OF CORPORATE RESOLUTION

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., a California Corporation

I, TONI L. BLAKELY, President of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC., (Corporation) do hereby certify that at a duly constituted meeting of the Stockholders and Directors of the Corporation held at the office of the Corporation on January 21, January 21, 1999, it was upon motion duly made and seconded, that it be VOTED: That VALERIE M. KENNEDY, secretary of the corporation shall be authorized to sign/pay checks, make withdrawals and originate wire transfers or telephone transfers against the account at Wells Fargo Bank, account number: 0896-050127 Board of Directors understand that the Authorized Signer is replacing HIRAM GARCIA as authorized signers. This change is effective immediately and supersedes all previous Agreements.

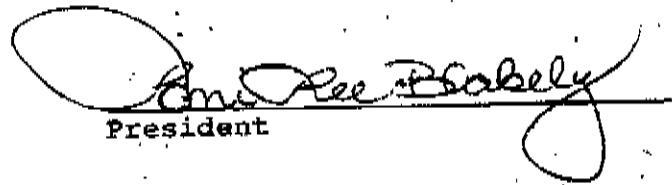
It was upon further motion made and seconded that it be further VOTED: That Valerie M. Kennedy in the capacity as Secretary of the Corporation is empowered, authorized and directed to execute, deliver and accept any and all documents and undertake all acts reasonably required or incidental to accomplish the foregoing vote, all on such terms and conditions as he or she in his or her discretion deems to be in the best interests of the Corporation.

I further certify that the foregoing votes are in full force this date without rescission, modification or amendment.

Signed under seal this 21st day of January, 1999.

A TRUE RECORD

ATTEST


President

(Corporate Seal)

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

PO BOX 339, 1473 HIGHWAY 2, SUITE 2, WRIGHTWOOD, CA 92397 (760) 249-5498 FAX (760) 249-1016/ www.beii-net.com

BEII00006

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

SPECIAL MEETING OF THE BOARD OF DIRECTORS

April 26, 1999

A special meeting was called by David Blakely and held at 09:30 AM on the above date in the company's offices in Wrightwood, California. All 5 directors were present.

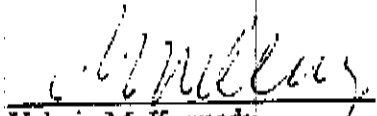
David Blakely opened the meeting with the presentation of an agenda, a true copy of which is hereto attached.

A discussion was opened in which David Blakely reiterated the points made regarding his compensation and contributions. When the discussion was opened to the floor, David Blakely excused himself from the meeting and left the building. After subsequent discussion, Hiram Garcia moved that David Blakely be paid a commission of 3% on all future receipts from Kern Oil Refinery work. This was seconded by James Jazmin and approved unanimously by the four remaining directors.

A discussion of the check signing policy was held and after careful review of the logistic and geographic difficulties, it was unanimously agreed that no changes should be made.

Hiram Garcia expressed opposition to opening an office in Los Angeles at this time.

No other business was opened for discussion and the meeting was adjourned at the motion of James Jazmin.


Valerie M. Kennedy,
Secretary

BEH00007

SHAREHOLDER/STAFF MEETING APRIL 26, 1999
Document # 04259BS

NEW BUSINESS:

1. KOR Commission for Sr. Scientist.

Dave Blakely contributed the proceeds to BEII from his expert witness work completed in 1994 and 1995 for the Mrgdichian case. Dave endorsed over \$30,000.00+ to BEII in payments made directly to him. In addition Dave took no commission for KOR work in 1996, 1997, 1998 and 1999. Dave's rent, TV, gas and other monthly bills were paid by BEII to compensate him for the contributions.

Billings for KOR doubled, other clients dipped significantly in the first quarter of 1999 in part because of the increased KOR work, expert witness work, unpaid invoices, negotiations with Watt, the Manchester accident, Carlos' resignation, the neutron probe loss, the extended CAN negotiations.

Since KOR revenues for the first quarter have increased by almost 100% as compared to the first quarter of 1998 and the Watt contracts are finally underway, Dave asks that the KOR commission be paid.

Also, since Dave is now averaging over 50 hours weekly with no real opportunity for vacation again in 1999, he requests that he be paid the \$250.00 weekly salary for two weeks vacation not taken in 1998.

2. Check signing policy-

Dave suggests that two signatures be required for all BEII checks as a safeguard against conflicting interests should they arise.

3. Office in the LA area-

Watt has proposed that we increase our presence in the LA basin. I believe that we can find better report writers since the available personnel pool is greater in the city.

4. New hours-

Hiram and I have agreed that we will spend more hours working on projects either in the office or as take home work to compensate for the increased work load and the loss of Carlos.

PROJECTS:

Watt- need to sign contract, already began two drycleaners-

1. Drycleaners:

- a. Talk with Luis Rodrigas, Orange County Specialist who handles Dry Cleaners. ID OCEHS requirements.
- b. ID USEPA specifications-Rodrigas said that he follows their guidelines.
- c. ID ITRC specifications-send Email to Dave Rice

propose same remediation for Montmart, new technology in line with LLNL for the Dry Cleaning Factory.

2. KOR- phone conference today concerning well abandonment-

Apr30- Intrinsic Bioremediation is challenged by lateral spread of dissolved plume to MW-10 go ahead with Slumberger protocol- can they seal through inner 12" sleeve and outer 16" casing.

Use small SVE company with portable unit for feasibility test- England assoc, for example, attempting to set SVE feasibility study in GW wells with free product to show efficiency of system in removing aromatics from free product and minimizing dissolved partitioning in GW.

3. Thrifty CAN- need to meet with Paniceustiou- England is doing Golden West- Panicesticu is handling both stations and refinery- make deal where we get them money for CAN- THEY let us clean up gas stations and refinery.

4. Polinger-COLLECT \$6,200.00- complete reimbursement requests.

5. SWEANY-sign contract -collect \$2,000.00

6. Lincoln and Knott/ Vallet Car Washes- Vallet is there room for a purchase of property or imaginative financing of cleanup

7. Hollymont, VEAL, JDL-CAN's

8. Wickland- sales call necessary

9. SB 949- see Kip Lipper, associations- CAR WASH truckers for backfill monitoring.


10. MTBE- must get to work on system with KOR-

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on August 24, 2000; at 10:00 a.m., at the corporation's office at
1473 Highway 2, Suite 2, Wrightwood, California.

Dated: August 3, 2000



Valerie M. Kennedy, Secretary

BEII00010

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on August 24, 2000, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

The Secretary presented and read a notice of the meeting received by each shareholder entitled to the notice of the meeting. At the Meeting the following topics were discussed:

Toni Blakely no longer will have a working role in the operations of the corporation. Since approximately April, 1999, she has been responsible for the accounting and management of the financial affairs of the corporation, and it has been found that numerous unauthorized disbursements to her personal American Express Card, other direct personal unauthorized disbursements in a total amount of \$51,072.15 have been made and have caused the corporation to be in financial difficulty. The corporation has not filed a Federal or State Income Tax return since incorporation and is currently in the process of suspension from the State of California. It was discussed if the corporation should seek to file criminal charges against Toni Lee Blakely for the unauthorized disbursements taken from the corporation.

It was discussed that David Blakely will be responsible for contacting the current customers and responsible for procuring future business for the corporation. Hiram Garcia will be primary responsible for the supervision and preparation of technical reports. Hiram will be responsible for the corporation contact and relations with the State Regulators.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. Valerie M. Kennedy will input all accounting information of the corporation into an accounting program from the records of the corporation and will have the past and current Federal and State Income Tax Returns prepared. All penalties and interest, if any,

BEH00013

will be paid to the taxing agencies and Valerie M. Kennedy is authorized and instructed to prepare the checks for said payments.

2. At the insistence of David Blakely only, it was decided not to seek to file criminal charges against Toni Lee Blakely for embezzlement at this time.

3. Valerie M. Kennedy is authorized to handle the bookkeeping and accounting responsibilities for the corporation.

4. Joseph E. Kennedy will be responsible for the Administration of the Corporation.

5. David Blakely will be responsible for contacting the current customers and responsible for procuring future business for the corporation.

6. Hiram Garcia will be primarily responsible for the supervision and preparation of technical reports. Hiram will be responsible for the corporation contact and relations with the State Regulators.

7. James Jazmin will continue as President and will provide Technical Support as needed for the corporation.

8. All current directors are re-elected and shall continue to serve for another term.

The Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing 100% of the outstanding shares entitled to vote thereon.


BEI00014

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was
adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

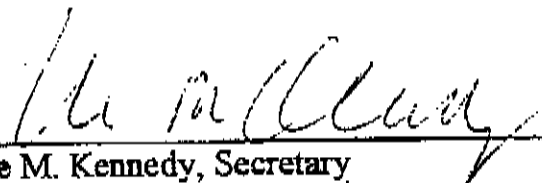
BEH00015

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that a Special Meeting of Shareholders of
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. will be held on
October 25, 2000; at 10:00 a.m., at the corporation's office at 1473 Highway
2, Suite 2, in the City of Wrightwood, California.

Dated: October 20, 2000


Valerie M. Kennedy, Secretary

BEII00016

MINUTES OF SPECIAL MEETING OF SHAREHOLDERS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

A special meeting of the shareholders of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on October 25, 2000, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary presented and read a notice of the meeting received by each shareholder entitled to the notice of the meeting. At the Meeting the following topics were discussed:

BEH00017

Toni Blakely has contacted the corporation with a copy of an Employment Agreement executed on behalf of the corporation by Hiram Garcia. A copy of the Agreement is attached to these minutes. Since there are tax liens against Toni and David Blakely, she has not showed any income to avoid tax withholdings. Hiram was asked to sign the Employment Agreement, which was prepared by Toni Blakely, so that Toni Blakely could substantiate a loss of income in an insurance claim. Hiram states that to his great regret, he executed the employment agreement for Toni Blakely as a favor to her only, and that in no way did he intend the employment agreement to be binding and legal for the corporation. Toni Blakely is now broke and desperately out of money and is insisting that we honor her bogus employment agreement and pay her. David Blakely is the only person who is in favor of making payments to Toni Blakely and is attempting to persuade all Shareholders to support him. James Jazmin, Valerie Kennedy, Joseph E. Kennedy and Hiram Garcia were opposed to any payment to Toni Blakely. David Blakely is currently not working, has not reported any billable hours and has threatened to resign.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. Joseph Kennedy will contact Toni Blakely and finalize a settlement upon David Blakely's insistence. After negotiation, a copy of the settlement agreement is to be attached to these minutes.
2. The corporation will not pursue the filing of criminal charges against Toni Blakely for unauthorized personal disbursements as previously discussed at this time.

3. David Blakely will resume working and will report his hours for billing.


With the deepest regret the Secretary reported that 3375 shares of common stock had been voted in favor of the forgoing resolution and 1125 shares of common stock has been voted against the resolution, said vote representing 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00019



**BLAKELY
ENVIRONMENTAL
INVESTIGATIONS, INC.**

#0499-145

CONSULTING SERVICES AGREEMENT

The Parties to this agreement are the following:

Consultant: Raintree Inc./ Tom LeBlakely


Client: Blakely Environmental Investigations, Inc.

The Consultant will consult and perform the following services at the following rates based upon an estimated duration of 12 months:

Contract administration, development and negotiations	@ \$ 1,200.00 monthly
Environmental Field Service 1 hour min. (as needed)	@ \$ 30.00 hour
Per Diem	@ \$ 115.00
Travel (per mile)	@ \$.32

A retainer of \$500 is immediately due and payable. Future payments will be made upon completion of the assignments and receipt of invoice. Expenses will be reimbursed upon receipt of invoice.

Signed this 5th day of April, 1999


Tom LeBlakely/ Raintree Inc.


Arian D. Garcia
VP Blakely Environmental Investigations,
Inc.

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

P.O. BOX 330, 1475 HIGHWAY 2, SUITE 2, WHITEWOOD, GA 32087 (706) 243-5436 FAX (706) 249-1016 www.blakelyenv.com

BEI00020

RELEASE AND COVENANT NOT TO SUE

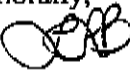

Santa Ana, California.

BE IT KNOWN, for a payment of good consideration of FOURTEEN THOUSAND NINE HUNDRED DOLLARS (\$14,900.00) the undersigned, Toni Lee Blakely, and Raintree Inc., a Nevada corporation, and their heirs, successors, assignees and devisee, herein after referred to as First Party, forever release, discharge, acquit and further indemnify BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC., a California corporation and its officers, directors and shareholders and all of its past, current and future customers, DURABLE SALES INC., a Nevada corporation and its officers, directors and shareholders, DAVID E. BLAKELY, spouse of Toni Lee Blakely, JOSEPH E. KENNEDY and VALERIE M. KENNEDY, husband and wife, JAMES JAZMIN, a married man, and HIRAM GARCIA, a married man, hereinafter aggregately referred to as Second Party, from any and all contracts, claims, suits, actions or liabilities both in law and in equity specifically arising from, relating to or otherwise described as and not limited to, and according to the following terms and conditions:

1. The consulting agreement dated April, 1999, executed by Toni Lee Blakely on behalf of Raintree, Inc., a Nevada corporation and Hiram Garcia, on behalf of Blakely Environmental Investigations, Inc., a California corporation, is hereby voided, nullified, rescinded and cancelled in its entirety and it is further agreed by the parties herein that there are no payments due to Raintree, Inc., and/or Toni Lee Blakely whatsoever, now and forever, except the amounts specified in this agreement.
2. All claims to intellectual property or patents, procedures or techniques utilized by Blakely Environmental Investigations, Inc., its officers, directors, shareholders, employees in the scope of the environmental field and business are hereby released forever by the First Party. Excepted are rights to patents already held by Toni Blakely.
3. Toni Lee Blakely agrees that neither she, or any member of the first party, shall contact nor attempt to contact any member of the Second Party, except Joseph E. Kennedy or David Blakely, by mail, e-mail, telephone or by any correspondence verbal or written or any communication of any type whether personally or through any agent or any party for a period of time of not less than three (3) years.
4. First Party agrees that upon the initial payment of this agreement by the Second Party, any other charges, reimbursement fees or costs, fees, claims for payment by the First Party shall be voided and no longer honored for payment by the Second Party.

BEII00021


5. Payment Terms: The Second Party shall pay the initial payment of \$2,500.00 to the First Party upon execution of this agreement by both parties.
6. Thereafter, monthly payments of \$1,550.00 shall be paid by the Second Party to the First Party, thereafter for eight months, commencing November 12, 2000, and shall continue providing the Second Party shall have sufficient cash flow available at the time to make the monthly payment to Second Party. There is no interest charge on the monthly payments or outstanding balances due to the First Party. There shall accrue late charges of \$50.00 per week, if Second Party does not make payment by the 12th of each month. Payments may be made to Raintree Inc's account at Farmer's and Merchants Bank in Long Beach, California. Toni Blakely may re-instruct the Second Party for remittances, if done within ten days of the due date.
7. In the event of any violation or default of the terms and agreements herein specified by the First Party, the Second Party shall be released from any and all other obligations to the First Party financially or otherwise, and all further payments shall be suspended and the Second Party shall be entitled to refund of all payments rendered under this agreement, and shall be granted immediate recourse in the Orange County Judicial District, the hereby agreed upon legal venue for this agreement between the parties herein. In the event that the Second party fails to make a required payment for SIXTY (60) days, the First Party will be no longer bound by this agreement.
8. In the event of any violation as described in Paragraph 7 above, the First Party shall pay and reimburse all legal fees and cost incurred by Second Party to the Second Party, in the event legal procedure should be invoked by the Second Party against the First Party regardless of the legal outcome.
9. All parties agree that there are no further agreements, understandings, commitments, promises, and guarantees for any financial payment or financial enrichment, profit or gain, written, verbal, referred to or implied in any manner or medium, given by the Second Party to the First Party, and the First Party fully agrees and fully acknowledges that the Second Party, and all of its members thereof individually and collectively, shall have no further financial obligation whatsoever, from the date of signing of this agreement to forever in any way, financially, physically, morally, ethically or spiritually to the First Party.

10. All parties agree that the legal representative of the First Party shall be Toni Lee Blakely and the legal representative of the Second Party shall be Joseph E. Kennedy. Any agreements, understandings, commitments, promises, guarantees, indemnifications, obligations, undertaking, legal filings or causes of action, negotiations, contractual signing or actions, regardless of past, current or future, taken by any other members of either party other than the legal representatives of each party, shall be considered null and void and shall have no legal enforceable effect on any of the parties herein.
11. This agreement constitutes the full and only agreement and may only be modified by written agreement by both parties.
12. The only party agreeing and liable for payments to the First Party is Blakely Environmental Investigations Inc., a California Corporation. The First Party hereby agrees that the other members of the Second party have no responsibility to fund this agreement and that the benefit of this agreement is solely for the First Party and Blakely Environmental Investigations Inc.

Dated the 12th day of November 2000.

First Party:


Toni Lee Blakely

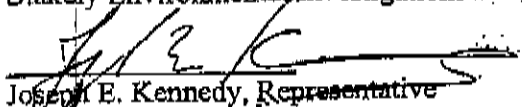
Raintree Inc, A Nevada Corporation s

By:


Toni Lee Blakely, President

Second Party:

Blakely Environmental Investigations Inc., A California Corporation, et al.


Joseph E. Kennedy, Representative


Witness

BEI00023

MINUTES OF SPECIAL MEETING OF DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

A Special meeting of the directors of the above corporation was duly called and held at 4521 W. First Street, in the city of Santa Ana, in the state of California on January 31, 2001 at 10:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary reported that the following directors were present in person: Hiram Garcia, Joseph E. Kennedy, Valerie M. Kennedy, James Jazmin and David Blakely.

At the Meeting the following topics were discussed:

Greve Financial Services Inc. has decided to purchase the Angeles Chemical Site in Santa Fe Springs, with recommendations from BEII.

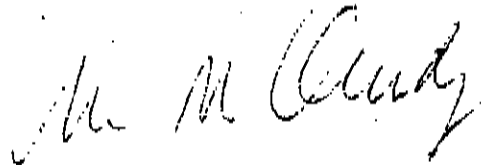
Since approximately April, 2000, BEII has not been able to compensate Joseph E. Kennedy and Valerie M. Kennedy for their full time administration and accounting services rendered to BEII on a weekly payroll basis as the other employees are paid. Therefore, it is proposed that a management agreement with Durable Sales Inc. for general management, accounting and supervision services will be negotiated and entered into. Durable Sales Inc. will be compensated only upon payment of invoices by Greve Financial Services Inc. for the Angeles Chemical jobsite.

BEII00024

It is agreed, by a vote of 4 to 1, that the BEII shall execute a management contract with Durable Sales Inc. A copy of the executed agreement shall be attached hereto.

There being no further business, that meeting was adjourned.

Dated: January 31, 2001

A handwritten signature in cursive script, appearing to read "Valerie M. Kennedy".

Valerie M. Kennedy, Secretary

BEII00025


AGREEMENT

This agreement is entered into between Blakely Environmental Investigations Inc. (BEII) and Durable Sales Inc. (Durable) on this 31st day of January 2001.

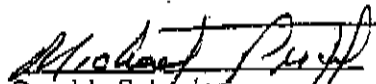
Whereas Durable Sales holds 2250 shares of BEII stock and wishes to provide management of BEII at a reasonable cost, the parties hereby agree:

- 1) Durable shall provide general management and supervision services to BEII.
- 2) Durable shall provide sufficient personnel to maintain accounting records, file required tax returns, invoice and collect BEII invoices, review and pay BEII's expenses and perform all payroll functions.
- 3) BEII shall assign all consulting revenues, which shall be invoices to Greve Financial Services Inc., to Durable. This assignment shall be only for consulting charges for work performed by BEII personnel and shall not include any portions of an invoice for which BEII is required to make payment to any unrelated party.
- 4) This agreement can be cancelled if thirty (30) days notice is given in writing by either party and the Board of Directors of the party giving notice has approved the cancellation by a majority vote.
- 5) BEII is not liable for payment of the sums due to Durable until payment is received from Greve Financial Services Inc. However, payment to Durable is due immediately upon BEII's receipt of payment from Greve Financial Services Inc.
- 6) BEII shall provide a detailed accounting to Durable of the details of each Greve Financial Services Inc. from BEII. Sufficient detail shall be included to determine which charges are payable to third parties and which charges are for BEII consulting fees.

The parties agree that any dispute regarding this agreement shall be subject to the laws of the State of California.



Blakely Environmental Services Inc.
Hiram Garcia, Vice President


Durable Sales Inc.
Michael Profit, C.E.O.

BEII00026

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

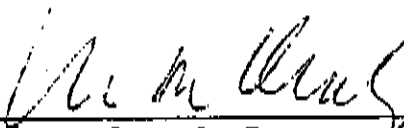
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on March 7, 2001; at 10:00 a.m., at the corporation's office
at 1473 Highway 2, Suite 2, Wrightwood, California.

Dated: February 20, 2001



Valerie M. Kennedy, Secretary

BEII00027

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 1473 Highway 2, Suite 2, in the city of Wrightwood, in the State of California on March 7, 2001, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and
James Jazmin.

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

It is reported by Valerie M. Kennedy, that all the past Federal and State Tax Returns from 1996, which was the responsibility of Toni Blakely and were left unfiled, have been filed and a copy of which is for the Shareholders review at this meeting. A copy of the current Federal and State tax return for 2000 is also available for Shareholders and Directors review.

Financially, it has been determined and agreed that the minimum billable hours that David Blakely and Hiram Garcia will have to report is 24 billable hours per week. This will enable the corporation to meet its overheads. Also, Windy Brown will be available on a full-time basis in May and it is agreed that the corporation will hire her.

A vote of the Directors was taken and unanimously agreed that James Jazmin will continue as President, and Valerie M. Kennedy will continue as Secretary /Treasurer. At this time, there are no other officers of the corporation.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. Both David Blakely and Hiram Garcia agreed that a minimum of 24 Billable hours per week each, will be required to keep the corporation able to meet its overhead costs.
2. Windy Brown will be hired on a full-time basis when she is available in May.
3. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer.

4. All current directors are re-elected and shall continue to serve for another term.

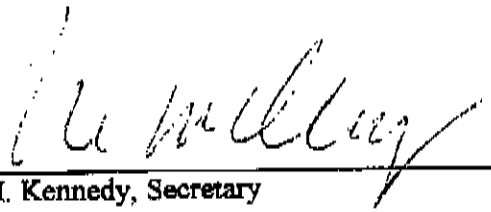
With the Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEII00030

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on March 7, 2002; at 10:00 a.m., at the corporation's office at
4521 W. First Street, Santa Ana, California.

Dated: February 20, 2002


Valerie M. Kennedy, Secretary

BEII00031

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 4521 W. First Street, in the City of Santa Ana, in the State of California on March 7, 2002, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

BEH00032

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2001 is available for Shareholders and Directors review.

The Queen City excavation project was done in January, 2002. Although the project went well, an additional 60,000 tons of material was removed and no one had the customer execute a written change order to the contract even though a verbal change order was authorized by Tim Kuhn, Queen City Investments' project manager. We are currently having a problem receiving full payment as Hiram Garcia executed a 'Not to Exceed' contract with Queen City Investments Inc. and the cost of the additional work exceeds the contract amount. Tim Kuhn now denies any additional authorization. At this time Queen City Investments Inc. is to pay all of BEU's subcontractors directly, and BEU has already received full payment of the contract amount and will not be paid for any additional work verbally authorized.

The field office for the Corporation was moved in November 2001 from Wrightwood to Rancho Cucamonga. The accounting office for the corporation shall be located at 4521 W. First Street, Santa Ana, California.

A vote of the Directors was taken and unanimously agreed that James Jazmin will continue as President, and Valerie M. Kennedy will continue as Secretary /Treasurer. They are authorized to act on behalf of the corporation. At this time, there are no other officers of the corporation.

BEU00033

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. All current directors are re-elected and shall continue to serve for another term.


The Secretary reported that 4,500 shares of common stock had been voted in favor of the foregoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing 100% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEII00034

MINUTES OF SPECIAL MEETING OF DIRECTORS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

A Special meeting of the directors of the above corporation was duly called and held at 4521 W. First Street, in the city of Santa Ana, in the state of California on October 22, 2002 at 10:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary reported that the following directors were present in person: Hiram Garcia, Joseph E. Kennedy, Valerie M. Kennedy, James Jazmin and David Blakely.

At the Meeting the following topics were discussed:

Hiram Garcia has requested that the corporation loan him the sum of THIRTEEN THOUSAND DOLLARS (\$13,000.00),, and

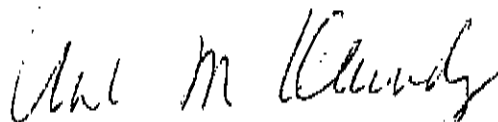
WHEREAS, the corporation is financially able to make said loan at this time, it is

RESOLVED, that the Secretary Treasurer of the corporation is authorized and directed to advance the sum of THIRTEEN THOUSAND DOLLARS (\$13,000.00) to Hiram Garcia, and it is

FURTHER RESOLVED, that the terms and conditions of said loan shall be interest payable at the rate of 5% per annum. Total principal and interest due thereon on this loan shall be repaid within one year from the date of receipt of loan proceeds. The check to Hiram Garcia shall be noted with reference as a

loan, and negotiation of the check for THIRTEEN THOUSAND DOLLARS (\$13,000.00) shall be evidence of receipt of loan proceeds by Hiram Garcia.

Dated: October 22, 2002

A handwritten signature in cursive script, appearing to read "Val M Kennedy".

Valerie M. Kennedy, Secretary/Treasurer

BE1100036

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on April 29, 2003; at 10:00 a.m., at the corporation's office at
7101 Western Avenue, Buena Park, California.

Dated: April 16, 2003


Valerie M. Kennedy, Secretary

BEII00037

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the State of California on April 29, 2003, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2002 is available for Shareholders and Directors review.

The accounting office for the corporation shall be located at 7101 Western Avenue, Buena Park, California.

The field office for the corporation shall be moved in May from Rancho Cucamonga to Phelan to reduce commuting time for the staff.

A discussion of filing suit against the State of California for discrimination against David Blakely was held. The state regulators will not respond to any BEI correspondence because they are discriminating against David Blakely. This has adversely affected the viability of the corporation. The suit would also personally name the head of the Los Angeles Regional Water Board enforcement, David Bacharowski and also James Gianopolous, in charge of the State Water Board UST fund in Sacramento. It was unanimously decided to file suit. Melvin Teitelbaum will represent the plaintiffs.

Brock Boeke was hired in January, 2003 as a Geologist and the corporation shall maintain an office at the BEI accounting office in Buena Park for him.

The existing computer equipment and office equipment is not sufficient for utilization by the staff. Joseph Kennedy shall purchase a high speed copier for the corporation field office in Phelan. Also, David Blakely shall be provided a corporation computer for his office at his home. The corporation shall provide DSL service for David Blakely at his home.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. The accounting office for the corporation shall be located at 7101 Western Avenue, Buena Park, California. The field office for the corporation shall be moved in May to Phelan for the convenience of the staff.
3. Joseph Kennedy shall purchase computers and a high speed copier for the corporation field office in Phelan. Also, David Blakely shall be provided a corporation computer for his office at his home. The corporation shall provide DSL service for David Blakely at his home.
4. All current directors are re-elected and shall continue to serve for another term.

The Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more than 75% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00040

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
AND DIRECTORS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

To: All Shareholders and Directors of BLAKELY ENVIRONMENTAL
INVESTIGATIONS INC.:

You are hereby notified that an Annual Meeting of Shareholders and
Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.
will be held on March 30, 2004; at 10:00 a.m., at the corporation's office at
7101 Western Avenue, Buena Park, California.

Dated: March 2, 2004


Valerie M. Kennedy, Secretary

BEI00041

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS

OF

BLAKELY ENVIRONMENTAL INVESTIGATIONS, INC.

A annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the State of California on March 30, 2004, at 10:00 o'clock a.m.

The meeting was called to order by James Jazmin, the President of the Corporation, and Valerie M. Kennedy, the Secretary of the Corporation, kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or were represented by proxy, the aggregate amount representing more than 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125
James Jazmin	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

David A. Blakely, Joseph E. Kennedy, Valerie M. Kennedy, Hiram Garcia and James Jazmin.

BEH00042

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2003 is available for Shareholders and Directors review. The shareholders and directors were informed as to the loss in 2003.

A discussion of a suit against the State of California for discrimination against David Blakely was held. Because the state regulators have "blackballed" BEII and David Blakely, both parties have filed suit against the State of California. It has been determined by the court that the state regulators have immunity against these civil actions and the case has been dismissed by the court. There was a discussion regarding a possible appeal. It was agreed to pose the question to the attorney, Melvin Teitelbaum. There was a discussion as to whether or not BEII can effectively represent any clients with the Los Angeles Water Board regulators. BEII is not able to get any response from the Los Angeles Water Board Region. It has been over two years since the Chidi site report was submitted and there has been no response to date. David Blakely tendered his resignation as Director of the corporation.

Brock Boeke resigned in January, 2004. However the corporation shall continue to maintain an accounting office in Buena Park.

As of September, 2003, Brown Family Trust fired BEII as their consultant. This was due to a direct submission of a report to the State Regulatory Agency without first reviewing the report with the customer. Additionally, the client told us that we had terrible relations with the regulators (Los Angeles Water Board). Brown Family Trust is a

BEII00043

substantial long time customer of BEII. Since 2003 has reflected a loss for the corporation, the loss of the Brown Family Trust is significant and the viability of the corporation is in question.

On motion duly made and seconded, and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. David Blakely tendered his resignation as Director and his resignation was accepted. The following Directors have been elected to serve an another term: HIRAM GARCIA, JAMES JAZMIN, JOSEPH E. KENNEDY and VALERIE M. KENNEDY.

The Secretary reported that 4,500 shares of common stock had been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more than 75% of the outstanding shares entitled to vote thereon.

The President thereupon declared that the resolution had been duly adopted.

There being no further business at this time, upon motion, the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEII00044

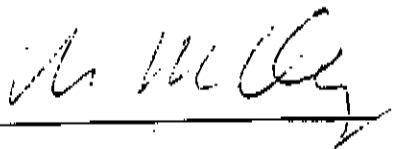
NOTICE TO SHAREHOLDERS
OF
ANNUAL MEETING

Notice is hereby given that the Annual Meeting of Shareholders of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. shall be held for the purpose of electing a board of Directors for the ensuing year and transacting such other business as may properly come before the Board. The meeting will be held on the 24th day of March, 2005 at 10:00 a.m., at 7101 Western Avenue, City of Buena Park, and State of California.

Transfer books will remain closed from the 16th day of March, 2005 until the 24th day of March, 2005.

Dated: March 16, 2005

By order of the Board of Directors:

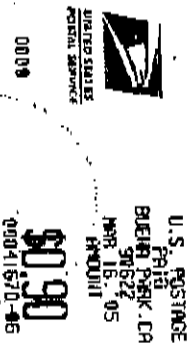


Valerie M. Kennedy, Secretary

BEH00045

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BURNLEY CIVILIAN MEMORIAL	
701 Western Ave	
BURNLEY PARK, CA 90620	
One piece of ordinary mail addressed to:	
MARTIN GRADIN	
PO Box 3074	
WILKINSON CA 92397	

PS Form 3817, January 2001



U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BURNLEY CIVILIAN MEMORIAL	
701 Western Ave	
BURNLEY PARK, CA 90620	
One piece of ordinary mail addressed to:	
JAMES JAZMIN	
16327 SPILLKAMP	
COMPTON CA 90203	

PS Form 3817, January 2001



BEH00046

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BURNLEY BARNER/MENTH	
701 Western Ave	
BURNLEY PARK CA 90620	
One piece of ordinary mail addressed to:	
PILAM GONZALEZ	
PO Box 3074	
WILKINSON CA 92397	

PS Form 3817, January 2001

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U.S. POSTAGE
PAID
BURNLEY PARK, CA
90622
MAR 16 '05
PERMIT
00041570-06



00041570-06

\$0.90

U.S. POSTAL SERVICE	CERTIFICATE OF MAILING
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL, DOES NOT PROVIDE FOR INSURANCE-POSTMASTER	
Received From:	
BURNLEY BARNER/MENTH	
701 Western Ave	
BURNLEY PARK CA 90620	
One piece of ordinary mail addressed to:	
JAMES JAZMIN	
16327 STILLKAMP	
CONCORD CA 94703	

PS Form 3817, January 2001

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U.S. POSTAGE
PAID
BURNLEY PARK, CA
90622
MAR 16 '05
PERMIT
00041570-06



00041570-06

\$0.90

U.S. POSTAGE
PAID
BURNLEY PARK, CA
90622
MAR 16 '05
PERMIT
00041570-06

BEH00047

MINUTES OF ANNUAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the state of California on March 24, 2005 at 10:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person or represented by proxy, the aggregate amount representing 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125

And that the following shareholders were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,250

The Secretary reported that the following Directors were present in person:

Joseph E. Kennedy, Valerie M. Kennedy and Hiram Garcia.

BEH00048

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting. At the Meeting the following topics were discussed:

A copy of the current Federal and State tax return for 2004 was available for Shareholders and Directors review. The shareholders and directors were informed as to the loss in 2004.

A discussion of the filing of a lawsuit against Frontier Transportation Inc., for outstanding unpaid invoices and for cancellation of the current contract for the Frontier Transportation Inc. Tracy Facility Site. After a discussion of the case, it was agreed by all shareholders and directors present to proceed with the lawsuit.

A discussion of the filing of a lawsuit against JDL Corporation for outstanding unpaid invoices for the JDL Corporation Montebello Site. After a discussion of the case, it was agreed by all shareholders and directors present to proceed with the lawsuit.

A discussion was held regarding the Glen Blakely lawsuit against the corporation. ~~Hiram Garcia, shareholder and director confirmed that at no time did Glen Blakely receive any shares of the corporation and has given a written declaration in defense of the corporation.~~ Hiram Garcia was the Secretary of the corporation at the time of the issuance of the shares of the corporation, and he did not issue any shares of the corporation to Glen Blakely and confirmed his attendance and signature at the first meeting of the Board of Directors of the Corporation in 1995 by a complete review of the corporation books and records at this meeting. It was further discussed that the remaining shareholder and

BEII00049

director and president of the corporation, James Jazmin, who is not in attendance of this meeting, has also confirmed that Glen Blakely is not a shareholder and did not receive any shares of the corporation by a complete review of the corporation books and records. James Jazmin also confirmed his attendance and signature at the first meeting of the Board of Directors of the Corporation in 1995, by a complete review of the corporation books and records.

All shareholders and directors agree to continue to defend the Glen Blakely lawsuit and have engaged the legal services of Melvin Teitlebaum for this case. The shareholders and directors of the corporation further agree to file a cross complaint against Glen Blakely for direct business interference in causing the corporation to be "fired" from the Frontier Transportation Tracy contract and thereby causing the loss of the remainder of the contract of approximately \$250,000.00.

On motion duly made and seconded and after due deliberation, the following resolution was voted upon:

1. James Jazmin shall continue to serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and they are authorized to act on behalf of the corporation.
2. The following Directors have been elected to serve another term:
Hiram Garcia, James Jazmin, Joseph E. Kennedy and Valerie M. Kennedy.

BEH00050

3. The corporation shall proceed with the legal filings as discussed and shall retain the legal services of Melvin Teitlebaum to represent the corporation.

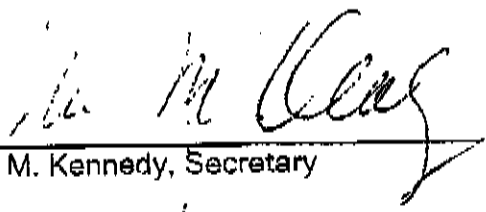
The Secretary reported that 3,375 shares of common stock has been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more that 75% of the outstanding shares entitles to vote thereon.

The Secretary thereupon declared that the resolutions have been duly adopted.

There being no further business at this time, upon motion the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BE1100051

NOTICE TO SHAREHOLDERS
OF A
SPECIAL MEETING

Notice is hereby given that the Special Meeting of Shareholders of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. shall be held for the purpose of determination of the source of funds for payment of legal fees and cost in the matter of Glen Blakely Lawsuit. Case #05CC03341, in which Blakely Environmental Investigations Inc. is a defendant and any other business as may properly come before the Shareholders and Directors. The meeting will be held on the 14th day of July, 2005 at 10:00 a.m., at 7101 Western Avenue, City of Buena Park, and State of California.

Dated: July 7, 2005

By order of the Board of Directors:

A handwritten signature in dark ink, appearing to read 'Valerie M. Kennedy', is written over a horizontal line.

Valerie M. Kennedy, Secretary

BEH00052

MINUTES OF A SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

A special meeting of directors and shareholders of the above corporation was duly called and held at 7101 Western Avenue, in the City of Buena Park, in the state of California on July 14, 2005, at 10:00 A.M.

This meeting was called to order by Valerie M. Kennedy, Secretary Treasurer of the Corporation, who also kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present in person, the aggregate amount representing 75% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present in person:

Names	Number of Shares
Hiram Garcia	1,125

And the following shareholders were represented by proxy:

Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy 2,250

The Secretary reported that the following Directors were present in person:

Joseph E. Kennedy, Director Valerie M. Kennedy, Director and Hiram Garcia, Director. Also present at the meeting was Lee Panicella.

BEI00053

The Secretary presented and read a notice of the meeting received by each shareholder and director entitled to the notice of the meeting, with the proof of mailing. A copy of the notice with the proof of mailing to each shareholder and directors entitled to such notice shall be placed in the corporate records. The Secretary read the minutes from the previous meeting, and a correction was made.

At the meeting the following topics were discussed:

A discussion of the paying of attorney's fees for the Anti Slapp Motion filed against Glen Blakely. The court awarded judgment against Blakely Environmental Investigations Inc. in the amount of \$4,000.00 to be paid by July 17, 2005 to Salerno and Dasso, attorneys for Glen Blakely. A discussion was further held to determine how the corporation was to raise the money to pay the court judgment. A motion was made that 500 Treasury Shares shall be sold to Durable Sales Inc. for \$1.00 par value. This motion was seconded and carried by majority vote. Durable Sales Inc. now owns 2,750 shares of stock of Blakely Environmental Investigations Inc. The balance of \$3,500.00 shall be in a short term loan from Durable Sales Inc. to Blakely Environmental Investigations Inc.

The Lawsuit filed against Hiram Garcia for non payment of an employee loan, in the amount of \$13,000.00 filed in Municipal Court in San Bernardino County shall continue to be prosecuted against Hiram Garcia as Hiram Garcia has not reached a settlement agreement with the corporation.

All of the Officers, Shareholders and Directors present agree to continue to defend in the Glen Blakely lawsuit and also agree to continue to prosecute and pursue the lawsuits against Frontier Transportation and JDL Corporation. On motion duly made and seconded and after due deliberation, the following resolutions were voted upon:

1. Valerie M. Kennedy shall continue to serve as Secretary /Treasurer, and Valerie M. Kennedy is authorized to act on behalf of the corporation.

2. 500 Shares of Common Stock was purchased from Treasury by Durable Sales Inc. at \$1.00 par value per share.

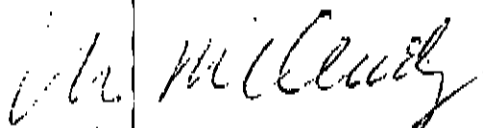
3. The Secretary reported that 3,875 shares of common stock as been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more that 75% of the outstanding shares entitled to vote thereon.

4. The Secretary thereupon declared that the resolutions have been duly adopted.

There being no further business at this time, upon motion the meeting was adjourned.

True Record

Attest

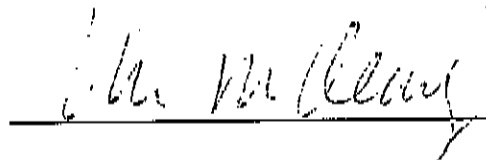


Valerie M. Kennedy, Secretary Treasurer

NOTICE TO SHAREHOLDERS AND DIRECTORS
OF A
SPECIAL MEETING

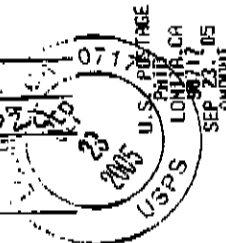
Notice is hereby given that the Special Meeting of Shareholders and Directors of BLAKELY ENVIRONMENTAL INVESTIGATIONS INC. shall be held to discuss current business and any other business as may properly come before the Shareholders and Directors. The meeting will be held on the 27th day of September, 2005 at 9:00 a.m., at 7101 Western Avenue, City of Buena Park, and State of California.

Dated: September 25, 2005


Valerie M. Kennedy, Secretary

BE1100056

U.S. POSTAL SERVICE		CERTIFICATE OF MAILING	
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL. DOES NOT PROVIDE FOR INSURANCE-POSTMASTER			
Received From:			
Blaney Environmental			
7101 Western Ave			
Brea Park 90620			
One piece of ordinary mail addressed to:			
JAMES JAZMIN			
16327 Still Knoll			
Cerritos CA 90703			



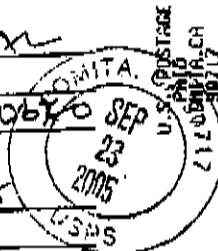
\$0.90
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PS Form 3817, January 2001

U.S. POSTAL SERVICE		CERTIFICATE OF MAILING	
MAY BE USED FOR DOMESTIC AND INTERNATIONAL MAIL. DOES NOT PROVIDE FOR INSURANCE-POSTMASTER			
Received From:			
Blaney Environmental			
7101 Western Ave			
Brea Park CA 90620			
One piece of ordinary mail addressed to:			
MR HUAN GARCIA			
P.O. Box 3074			
Whittier, CA 92397			



\$0.90
00034780-11



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PS Form 3817, January 2001

BEH00057

MINUTES OF SPECIAL MEETING OF DIRECTORS AND SHAREHOLDERS
OF
BLAKELY ENVIRONMENTAL INVESTIGATIONS INC.

An annual meeting of the shareholders and directors of the above corporation was duly called and held at 7101 Western Avenue, in the city of Buena Park, in the state of California on September 27, 2005 at 9:00 a.m.

This meeting was called to order by Valerie M. Kennedy, Secretary of the Corporation who also kept the records of the meeting and its proceedings.

The Secretary noted that a quorum of shareholders were present represented by proxy, the aggregate amount representing more than 50% of the outstanding stock entitled to vote on the resolutions proposed at the meeting.

The Secretary reported that the following shareholders were present were represented by proxy:

Names	Names of Proxies	Number of Shares
Durable Sales Inc.	Joseph E. Kennedy	2,750

The Secretary reported that a quorum of Directors were present in person and the Directors present were Joseph E. Kennedy and Valerie M. Kennedy.

Also attending the meeting is Mr. Lee Panichella.

The Secretary presented and read a notice of the meeting received timely by each shareholder and director entitled to the notice of the meeting. The Secretary read the minutes of the previous meeting, and the corporate books are available at the meeting for open review.

At the Meeting the following topics were discussed:

BEH00058

Mr. James Jazmin has joined the Glenn Blakely Lawsuit against the corporation as a Plaintiff and will no longer attend any meetings of the corporation as president or director. On motion duly made and seconded, and after due deliberation, the following resolution was voted upon by the shareholders:

1. James Jazmin will no longer serve as a director of the corporation.
2. Joseph E. Kennedy, Valerie M. Kennedy and Hiram Garcia will continue to serve as the directors of the corporation.

The Secretary reported that 2,750 shares of common stock has been voted in favor of the forgoing resolution and 0 shares of common stock has been voted against the resolutions, said vote representing more that 50% of the outstanding shares entitles to vote thereon.

The Secretary thereupon declared that the resolutions have been duly adopted.

The Meeting of the Board of Directors was held and the following topics were discussed:

Mr. James Jazmin has joined the Glenn Blakely Lawsuit against the corporation as a Plaintiff and will no longer attend any meetings of the corporation as president. On motion duly made and seconded, and after due deliberation, the following resolution was voted upon by the directors:

Valerie Kennedy shall serve as President of the Corporation and Valerie M. Kennedy shall continue to serve as Secretary/Treasurer and she is authorized to act on behalf of the corporation.

The Secretary reported that a majority of the directors present have voted for the resolutions, said vote representing more than 50% of the directors entitled to vote thereon.

The Secretary thereupon declared that the resolutions have been duly adopted.

There being no further business at this time, upon motion the meeting was adjourned.

A True Record

Attest


Valerie M. Kennedy, Secretary

BEH00060